

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
LFD OPERATING, INC.**

File Number C 137674

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: February 14, 2001



Pete T. Cenarrusa
SECRETARY OF STATE

By *Monica Obelberg*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application) 01 FEB 14 AM 10:39

To the Secretary of State of Idaho:

The undersigned Corporation applies for a Certificate of Authority and states as follows: OF STATE
STATE OF IDAHO

1. The name of the corporation is _____
LFD OPERATING, INC.

2. The name which it shall use in Idaho is _____

3. It is incorporated under the laws of Delaware

4. Its date of incorporation is December 19, 2000

5. The address of its principal office is _____
933 MacArthur Blvd., Mahwah, NJ 07430

6. The address to which correspondence should be addressed, if different from item 5, is _____

7. The street address of its registered office in Idaho is 1401 Shoreline Drive, Suite 2, Boise, Idaho 83702
_____, and its registered agent in Idaho at that address is Corporation Service Company

8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
See attached officers/directors rider		

Dated: 2/14/2001

LFD OPERATING, INC.
(Corporation name)

By Ronald B. Streese
Ronald B. Streese

Its Vice President
(specify capacity of signer)

Customer Acct # :
IDAHO SECRETARY OF STATE
(if using pre-paid account)

Secretary of State use only
02/14/2001 09:00
CK: 10652 CT: 18984 BH: 378848
1 @ 100.00 = 100.00 AUTH PRO # 3
1 @ 20.00 = 20.00 EXPEDITE C # 4

g:\corpforms\ACA.pmf Revised 7/97

0137674

UPDATED ON 1/30/01

LFD OPERATING, INC., a Delaware corporation

OFFICERS AND DIRECTORS LIST - SUBSIDIARIES

Maureen Richards

Jeffrey A. Shepard

President

Jeffrey A. Shepard

Senior Vice President

Randall S. Proffitt
Robert Ravener

Vice President

Kathleen Guinnesssey
Michael Shaw
Ronald Steese

Treasurer

Kathleen Guinnesssey

Secretary

Maureen Richards

Assistant Secretary

Thomas Baumlin
Marc Comito
Andrea Galante
Bernard McCracken
Randall S. Proffitt
Robert Schilling
Marc Schuback
Mary Beth Wilson
Thomas Wojno

BUSINESS ADDRESS: 933 MacArthur Blvd., Mahwah, NJ 07430

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LFD OPERATING, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF FEBRUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LFD OPERATING, INC." WAS INCORPORATED ON THE NINETEENTH DAY OF DECEMBER, A.D. 2000.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3332332 8300

010067970

AUTHENTICATION: 0965978

DATE: 02-09-01